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BP PLC  
Form 13F-HR  
July 24, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2009

Check here if Amendment [ ] ; Amendment Number: \_\_\_\_\_  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BP p.l.c.  
Address: 1 St James's Square  
London SW1Y 4PD  
England

Form 13F File Number: 28-05353

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Dr. Byron E. Grote  
Title: Chief Financial Officer and Executive Director  
Phone: 020 7496 4263

Signature, Place, and Date of Signing:

|                 |              |                |
|-----------------|--------------|----------------|
| /s/ Byron Grote | London, UK   | 22nd July 2009 |
| -----           | -----        | -----          |
| [Signature]     | [City,State] | [Date]         |

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

| Form 13F File Number | Name |
|----------------------|------|
|----------------------|------|

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 -----  
 Form 13F Information Table Entry Total: 356  
 -----  
 Form 13F Information Table Value Total: \$ 1,389,347  
 -----  
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | Form 13F File Number | Name                             |
|-----|----------------------|----------------------------------|
| 01  | 28-05357             | BP Investment Management Limited |

BP P.L.C.  
 FORM 13F INFORMATION TABLE  
 JUNE 30, 2009

| ISSUER                   | TITLE OF CLASS | CUSIP     | MARKET VALUE ( USD 000 ) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION | MA |
|--------------------------|----------------|-----------|--------------------------|-----------------|---------|-----------------------|----|
| 3M CO                    | COM            | 88579Y101 | 5,770                    | 96,000          | SH      | DEFINED               |    |
| ABBOTT LABS              | COM            | 002824100 | 10,114                   | 215,000         | SH      | DEFINED               |    |
| ABERCROMBIE + FITCH CO   | COM            | 002896207 | 330                      | 13,000          | SH      | DEFINED               |    |
| ACE LIMITED              | COM            | H0023R105 | 1,502                    | 34,000          | SH      | DEFINED               |    |
| ACTIVISION BLIZZARD INC  | COM            | 00507V109 | 935                      | 74,000          | SH      | DEFINED               |    |
| ADOBE SYS INC            | COM            | 00724F101 | 2,123                    | 75,000          | SH      | DEFINED               |    |
| AES CORP                 | COM            | 00130H105 | 1,091                    | 94,000          | SH      | DEFINED               |    |
| AETNA INC                | COM            | 00817Y108 | 2,255                    | 90,000          | SH      | DEFINED               |    |
| AFLAC INC                | COM            | 001055102 | 2,954                    | 95,000          | SH      | DEFINED               |    |
| AGILENT TECHNOLOGIES INC | COM            | 00846U101 | 1,016                    | 50,000          | SH      | DEFINED               |    |
| AIR PRODS + CHEMS INC    | COM            | 009158106 | 2,519                    | 39,000          | SH      | DEFINED               |    |
| ALCOA INC                | COM            | 013817101 | 2,384                    | 231,000         | SH      | DEFINED               |    |
| ALLEGHENY ENERGY INC     | COM            | 017361106 | 1,026                    | 40,000          | SH      | DEFINED               |    |
| ALLEGHENY TECHNOLOGIES   | COM            | 01741R102 | 1,082                    | 31,000          | SH      | DEFINED               |    |
| ALLERGAN INC             | COM            | 018490102 | 2,046                    | 43,000          | SH      | DEFINED               |    |
| ALLSTATE CORP            | COM            | 020002101 | 1,830                    | 75,000          | SH      | DEFINED               |    |
| ALTERA CORP              | COM            | 021441100 | 1,204                    | 74,000          | SH      | DEFINED               |    |

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|                           |     |           |        |           |    |         |
|---------------------------|-----|-----------|--------|-----------|----|---------|
| ALTRIA GROUP INC          | COM | 02209S103 | 5,766  | 352,000   | SH | DEFINED |
| AMAZON COM INC            | COM | 023135106 | 2,092  | 25,000    | SH | DEFINED |
| AMEREN CORP               | COM | 023608102 | 772    | 31,000    | SH | DEFINED |
| AMERICA MOVIL S A DE C V  | ADR | 02364W204 | 11,577 | 300,000   | SH | DEFINED |
| AMERICAN ELEC PWR INC     | COM | 025537101 | 2,571  | 89,000    | SH | DEFINED |
| AMERICAN EXPRESS CO       | COM | 025816109 | 3,161  | 136,000   | SH | DEFINED |
| AMERICAN TOWER CORP       | COM | 029912201 | 2,333  | 74,000    | SH | DEFINED |
| AMERIPRISE FINL INC       | COM | 03076C106 | 752    | 31,000    | SH | DEFINED |
| AMERISOURCEBERGEN CORP    | COM | 03073E105 | 781    | 44,000    | SH | DEFINED |
| AMGEN INC                 | COM | 031162100 | 7,729  | 146,000   | SH | DEFINED |
| ANADARKO PETE CORP        | COM | 032511107 | 3,535  | 78,000    | SH | DEFINED |
| AON CORP                  | COM | 037389103 | 2,348  | 62,000    | SH | DEFINED |
| APACHE CORP               | COM | 037411105 | 3,319  | 46,000    | SH | DEFINED |
| APOLLO GROUP INC          | COM | 037604105 | 1,067  | 15,000    | SH | DEFINED |
| APPLE INC                 | COM | 037833100 | 17,661 | 124,000   | SH | DEFINED |
| APPLIED MATERIALS INC     | COM | 038222105 | 2,271  | 207,000   | SH | DEFINED |
| ARCH CAP GROUP LTD        | COM | G0450A105 | 1,371  | 23,400    | SH | DEFINED |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 3,476  | 130,000   | SH | DEFINED |
| AT+T INC                  | COM | 00206R102 | 20,228 | 815,000   | SH | DEFINED |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 2,977  | 84,000    | SH | DEFINED |
| AUTOZONE INC              | COM | 053332102 | 982    | 6,500     | SH | DEFINED |
| AVON PRODS INC            | COM | 054303102 | 1,495  | 58,000    | SH | DEFINED |
| BAKER HUGHES INC          | COM | 057224107 | 2,514  | 69,000    | SH | DEFINED |
| BANCO BRADESCO SA         | ADR | 059460303 | 1,551  | 105,000   | SH | DEFINED |
| BANK AMER CORP            | COM | 060505104 | 14,706 | 1,120,000 | SH | DEFINED |
| BANK NEW YORK MELLON CORP | COM | 064058100 | 5,510  | 188,000   | SH | DEFINED |
| BARD C R INC              | COM | 067383109 | 1,042  | 14,000    | SH | DEFINED |
| BAXTER INTL INC           | COM | 071813109 | 5,080  | 96,000    | SH | DEFINED |
| BB+T CORP                 | COM | 054937107 | 1,692  | 77,000    | SH | DEFINED |
| BECTON DICKINSON + CO     | COM | 075887109 | 2,425  | 34,000    | SH | DEFINED |
| BED BATH + BEYOND INC     | COM | 075896100 | 1,135  | 37,000    | SH | DEFINED |
| BEST BUY CO INC           | COM | 086516101 | 1,605  | 48,000    | SH | DEFINED |
| BIOGEN IDEC INC           | COM | 09062X103 | 2,257  | 50,000    | SH | DEFINED |
| BLACK DECKER CORPORATION  | COM | 091797100 | 258    | 9,000     | SH | DEFINED |
| BLOCK H + R INC           | COM | 093671105 | 808    | 47,000    | SH | DEFINED |
| BMC SOFTWARE INC          | COM | 055921100 | 1,588  | 47,000    | SH | DEFINED |
| BOEING CO                 | COM | 097023105 | 4,334  | 102,000   | SH | DEFINED |
| BOSTON SCIENTIFIC CORP    | COM | 101137107 | 2,535  | 250,000   | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO   | COM | 110122108 | 5,643  | 278,000   | SH | DEFINED |
| BROADCOM CORP             | COM | 111320107 | 1,535  | 62,000    | SH | DEFINED |
| BURLINGTON NORTHN SANTAFE | COM | 12189T104 | 2,868  | 39,000    | SH | DEFINED |
| C H ROBINSON WORLDWIDE    | COM | 12541W209 | 1,252  | 24,000    | SH | DEFINED |
| CA INC                    | COM | 12673P105 | 976    | 56,000    | SH | DEFINED |
| CABOT OIL + GAS CORP      | COM | 127097103 | 1,255  | 41,000    | SH | DEFINED |
| CARDINAL HEALTH INC       | COM | 14149Y108 | 1,528  | 50,000    | SH | DEFINED |
| CARNIVAL CORP             | COM | 143658300 | 1,520  | 59,000    | SH | DEFINED |
| CATERPILLAR INC           | COM | 149123101 | 3,172  | 96,000    | SH | DEFINED |
| CELGENE CORP              | COM | 151020104 | 3,062  | 64,000    | SH | DEFINED |
| CEMEX S.A.B DE C.C ADR    | ADR | 151290889 | 2,621  | 280,579   | SH | DEFINED |
| CENTERPOINT ENERGY INC    | COM | 15189T107 | 997    | 90,000    | SH | DEFINED |
| CENTEX CORP               | COM | 152312104 | 279    | 33,000    | SH | DEFINED |
| CEPHALON INC              | COM | 156708109 | 1,133  | 20,000    | SH | DEFINED |
| CHESAPEAKE ENERGY CORP    | COM | 165167107 | 2,717  | 137,000   | SH | DEFINED |
| CHEVRON CORP              | COM | 166764100 | 18,348 | 277,000   | SH | DEFINED |
| CHUBB CORP                | COM | 171232101 | 2,393  | 60,000    | SH | DEFINED |
| CISCO SYS INC             | COM | 17275R102 | 16,291 | 874,000   | SH | DEFINED |
| CITIGROUP INC             | COM | 172967101 | 929    | 314,000   | SH | DEFINED |
| CITRIX SYS INC            | COM | 177376100 | 846    | 26,531    | SH | DEFINED |
| CME GROUP INC             | COM | 12572Q105 | 3,422  | 11,000    | SH | DEFINED |
| COACH INC                 | COM | 189754104 | 538    | 20,000    | SH | DEFINED |
| COCA COLA CO              | COM | 191216100 | 13,189 | 275,000   | SH | DEFINED |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 798    | 48,000    | SH | DEFINED |

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|                           |     |           |        |         |    |         |
|---------------------------|-----|-----------|--------|---------|----|---------|
| COGNIZANT TECHNOLOGY      | COM | 192446102 | 1,842  | 69,000  | SH | DEFINED |
| COLGATE PALMOLIVE CO      | COM | 194162103 | 4,952  | 70,000  | SH | DEFINED |
| COMCAST CORP NEW          | COM | 20030N101 | 6,270  | 433,000 | SH | DEFINED |
| COMERICA INC              | COM | 200340107 | 464    | 22,000  | SH | DEFINED |
| COMPANHIA DE BEBIDAS DASA | ADR | 20441W203 | 841    | 13,000  | SH | DEFINED |
| COMPANHIA SIDERURGICA NAT | ADR | 20440W105 | 729    | 32,700  | SH | DEFINED |
| COMPUTER SCIENCES CORP    | COM | 205363104 | 929    | 21,000  | SH | DEFINED |
| CONAGRA INC               | COM | 205887102 | 1,199  | 63,000  | SH | DEFINED |
| CONOCOPHILLIPS            | COM | 20825C104 | 8,242  | 196,000 | SH | DEFINED |
| CONSOL ENERGY INC         | COM | 20854P109 | 1,189  | 35,000  | SH | DEFINED |
| CORNING INC               | COM | 219350105 | 3,517  | 219,000 | SH | DEFINED |
| COSTCO WHSL CORP NEW      | COM | 22160K105 | 2,741  | 60,000  | SH | DEFINED |
| COVENTRY HEALTH CARE INC  | COM | 222862104 | 430    | 23,000  | SH | DEFINED |
| CSX CORP                  | COM | 126408103 | 1,905  | 55,000  | SH | DEFINED |
| CTRIIP COM INTL ADR       | ADR | 22943F100 | 12,939 | 280,000 | SH | DEFINED |
| CUMMINS INC               | COM | 231021106 | 1,020  | 29,000  | SH | DEFINED |
| CVS CAREMARK CORP         | COM | 126650100 | 7,000  | 220,000 | SH | DEFINED |
| D R HORTON INC            | COM | 23331A109 | 936    | 100,000 | SH | DEFINED |
| DANAHER CORP              | COM | 235851102 | 2,778  | 45,000  | SH | DEFINED |
| DEERE + CO                | COM | 244199105 | 2,397  | 60,000  | SH | DEFINED |
| DELL INC                  | COM | 24702R101 | 3,350  | 244,000 | SH | DEFINED |
| DENISON MINES CORP        | COM | 248356107 | 49     | 30,240  | SH | DEFINED |
| DEVON ENERGY CORPORATION  | COM | 25179M103 | 3,265  | 60,000  | SH | DEFINED |
| DIRECTV GROUP INC         | COM | 25459L106 | 3,015  | 122,000 | SH | DEFINED |
| DISNEY WALT CO            | COM | 254687106 | 6,550  | 281,000 | SH | DEFINED |
| DOMINION RES INC VA NEW   | COM | 25746U109 | 2,171  | 65,000  | SH | DEFINED |
| DONNELLEY R R + SONS CO   | COM | 257867101 | 604    | 52,000  | SH | DEFINED |
| DOVER CORP                | COM | 260003108 | 893    | 27,000  | SH | DEFINED |
| DOW CHEM CO               | COM | 260543103 | 1,288  | 80,000  | SH | DEFINED |
| DTE ENERGY CO             | COM | 233331107 | 735    | 23,000  | SH | DEFINED |
| DU PONT E I DE NEMOURS    | COM | 263534109 | 3,227  | 126,000 | SH | DEFINED |
| DUKE ENERGY HLDG CORP     | COM | 26441C105 | 2,568  | 176,000 | SH | DEFINED |
| DYNEGY INC DEL            | COM | 26817G102 | 187    | 83,000  | SH | DEFINED |
| EBAY INC                  | COM | 278642103 | 3,593  | 210,000 | SH | DEFINED |
| ECOLAB INC                | COM | 278865100 | 936    | 24,000  | SH | DEFINED |
| EDISON INTL               | COM | 281020107 | 1,919  | 61,000  | SH | DEFINED |
| EL PASO CORP              | COM | 28336L109 | 1,549  | 168,000 | SH | DEFINED |
| ELECTRONIC ARTS INC       | COM | 285512109 | 977    | 45,000  | SH | DEFINED |
| EMBARQ CORP               | COM | 29078E105 | 1,556  | 37,000  | SH | DEFINED |
| EMBRAER EMPRESA BRASILEIR | ADR | 29081M102 | 166    | 10,000  | SH | DEFINED |
| EMC CORP                  | COM | 268648102 | 4,873  | 372,000 | SH | DEFINED |
| EMERSON ELEC CO           | COM | 291011104 | 3,953  | 122,000 | SH | DEFINED |
| ENSCO INTL INC            | COM | 26874Q100 | 1,741  | 50,000  | SH | DEFINED |
| ENTERGY CORP NEW          | COM | 29364G103 | 2,016  | 26,000  | SH | DEFINED |
| EOG RESOURCES INC         | COM | 26875P101 | 3,464  | 51,000  | SH | DEFINED |
| EQT CORP                  | COM | 26884L109 | 593    | 17,000  | SH | DEFINED |
| EQUIFAX INC               | COM | 294429105 | 1,018  | 39,000  | SH | DEFINED |
| EXELON CORP               | COM | 30161N101 | 5,222  | 102,000 | SH | DEFINED |
| EXPRESS SCRIPTS INC       | COM | 302182100 | 3,711  | 54,000  | SH | DEFINED |
| EXXON MOBIL CORP          | COM | 30231G102 | 47,679 | 682,000 | SH | DEFINED |
| FAMILY DLR STORES INC     | COM | 307000109 | 481    | 17,000  | SH | DEFINED |
| FEDEX CORP                | COM | 31428X106 | 2,391  | 43,000  | SH | DEFINED |
| FIFTH THIRD BANCORP       | COM | 316773100 | 1,276  | 180,000 | SH | DEFINED |
| FIRST HORIZON NATL CORP   | COM | 320517105 | 853    | 71,104  | SH | DEFINED |
| FIRSTENERGY CORP          | COM | 337932107 | 1,666  | 43,000  | SH | DEFINED |
| FISERV INC                | COM | 337738108 | 2,057  | 45,000  | SH | DEFINED |
| FLUOR CORP NEW            | COM | 343412102 | 1,846  | 36,000  | SH | DEFINED |
| FOMENTO ECONOMICO MEXICAN | ADR | 344419106 | 3,588  | 111,300 | SH | DEFINED |
| FOREST LABS INC           | COM | 345838106 | 1,078  | 43,000  | SH | DEFINED |
| FOSTER WHEELER AG         | COM | H27178104 | 499    | 21,000  | SH | DEFINED |
| FPL GROUP INC             | COM | 302571104 | 3,866  | 68,000  | SH | DEFINED |
| FRANKLIN RES INC          | COM | 354613101 | 2,160  | 30,000  | SH | DEFINED |

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|                            |     |           |         |           |    |         |
|----------------------------|-----|-----------|---------|-----------|----|---------|
| FREEMPORTMCMORAN COPPERGLD | COM | 35671D857 | 2,655   | 53,000    | SH | DEFINED |
| FRONTIER COMMUNICATIONS    | COM | 35906A108 | 349     | 49,000    | SH | DEFINED |
| GAP INC                    | COM | 364760108 | 1,754   | 107,000   | SH | DEFINED |
| GENERAL DYNAMICS CORP      | COM | 369550108 | 3,545   | 64,000    | SH | DEFINED |
| GENERAL ELEC CO            | COM | 369604103 | 16,988  | 1,452,000 | SH | DEFINED |
| GENERAL MLS INC            | COM | 370334104 | 2,577   | 46,000    | SH | DEFINED |
| GENUINE PARTS CO           | COM | 372460105 | 771     | 23,000    | SH | DEFINED |
| GENZYME CORP               | COM | 372917104 | 2,561   | 46,000    | SH | DEFINED |
| GILEAD SCIENCES INC        | COM | 375558103 | 7,020   | 150,000   | SH | DEFINED |
| GOLDMAN SACHS GROUP INC    | COM | 38141G104 | 8,977   | 61,000    | SH | DEFINED |
| GOOGLE INC                 | COM | 38259P508 | 14,123  | 33,500    | SH | DEFINED |
| GRAINGER W W INC           | COM | 384802104 | 1,883   | 23,000    | SH | DEFINED |
| GRUPO TELEVISION SA DE CV  | ADR | 40049J206 | 2,632   | 155,000   | SH | DEFINED |
| HALLIBURTON CO             | COM | 406216101 | 3,724   | 180,000   | SH | DEFINED |
| HARLEY DAVIDSON INC        | COM | 412822108 | 550     | 34,000    | SH | DEFINED |
| HARSCO CORP                | COM | 415864107 | 466     | 16,500    | SH | DEFINED |
| HASBRO INC                 | COM | 418056107 | 436     | 18,000    | SH | DEFINED |
| HEINZ H J CO               | COM | 423074103 | 2,035   | 57,000    | SH | DEFINED |
| HELLENICTELECOMMUNICATION  | ADR | 423325307 | 213     | 27,778    | SH | DEFINED |
| HERSHEY CO / THE           | COM | 427866108 | 864     | 24,000    | SH | DEFINED |
| HESS CORP                  | COM | 42809H107 | 3,005   | 56,000    | SH | DEFINED |
| HEWLETT PACKARD CO         | COM | 428236103 | 14,131  | 366,000   | SH | DEFINED |
| HOME DEPOT INC             | COM | 437076102 | 6,097   | 258,000   | SH | DEFINED |
| HONEYWELL INTL INC         | COM | 438516106 | 4,145   | 132,000   | SH | DEFINED |
| HOSPIRA INC                | COM | 441060100 | 886     | 23,000    | SH | DEFINED |
| HUDSON CITY BANCORP INC    | COM | 443683107 | 983     | 74,000    | SH | DEFINED |
| ILLINOIS TOOL WKS INC      | COM | 452308109 | 2,614   | 70,000    | SH | DEFINED |
| INGERSOLL RAND PLC         | COM | G47791101 | 957     | 46,050    | SH | DEFINED |
| INTEL CORP                 | COM | 458140100 | 14,571  | 882,000   | SH | DEFINED |
| INTERCONTINENTAL EXCHANGE  | COM | 45865V100 | 144,869 | 1,268,110 | SH | SOLE    |
| IBM                        | COM | 459200101 | 21,177  | 203,000   | SH | DEFINED |
| INTERNATIONAL PAPER CO     | COM | 460146103 | 938     | 62,000    | SH | DEFINED |
| INTERPUBLIC GROUP COS INC  | COM | 460690100 | 353     | 70,000    | SH | DEFINED |
| INTUIT                     | COM | 461202103 | 1,746   | 62,000    | SH | DEFINED |
| ISHARES TR                 | COM | 464287564 | 4,492   | 126,000   | SH | DEFINED |
| ITAU UNIBANCO HOLDING SA   | GDR | 465562106 | 986     | 62,500    | SH | DEFINED |
| ITT CORP NEW               | COM | 450911102 | 2,092   | 47,000    | SH | DEFINED |
| J C PENNEY INC             | COM | 708160106 | 774     | 27,000    | SH | DEFINED |
| JOHNSON + JOHNSON          | COM | 478160104 | 21,788  | 384,000   | SH | DEFINED |
| JOHNSON CTLS INC           | COM | 478366107 | 1,801   | 83,000    | SH | DEFINED |
| JOY GLOBAL INC             | COM | 481165108 | 786     | 22,000    | SH | DEFINED |
| JPMORGAN CHASE + CO        | COM | 46625H100 | 19,437  | 570,000   | SH | DEFINED |
| JUNIPER NETWORKS INC       | COM | 48203R104 | 1,770   | 75,000    | SH | DEFINED |
| KB HOME                    | COM | 48666K109 | 328     | 24,000    | SH | DEFINED |
| KELLOGG CO                 | COM | 487836108 | 1,676   | 36,000    | SH | DEFINED |
| KEYCORP NEW                | COM | 493267108 | 361     | 69,000    | SH | DEFINED |
| KIMBERLY CLARK CORP        | COM | 494368103 | 3,041   | 58,000    | SH | DEFINED |
| KLA TENCOR CORP            | COM | 482480100 | 706     | 28,000    | SH | DEFINED |
| KOHL'S CORP                | COM | 500255104 | 1,796   | 42,000    | SH | DEFINED |
| KRAFT FOODS INC            | COM | 50075N104 | 5,169   | 204,000   | SH | DEFINED |
| KROGER CO                  | COM | 501044101 | 2,029   | 92,000    | SH | DEFINED |
| L 3 COMMUNICATIONS HLDG    | COM | 502424104 | 1,664   | 24,000    | SH | DEFINED |
| LEUCADIA NATL CORP         | COM | 527288104 | 548     | 26,000    | SH | DEFINED |
| LG DISPLAY CO LTD          | ADR | 50186V102 | 2,181   | 175,000   | SH | DEFINED |
| LIBERTY MEDIA CORP NEW     | COM | 53071M500 | 747     | 28,000    | SH | DEFINED |
| LILLY ELI + CO             | COM | 532457108 | 4,815   | 139,000   | SH | DEFINED |
| LINCOLN NATL CORP IN       | COM | 534187109 | 619     | 36,000    | SH | DEFINED |
| LINEAR TECHNOLOGY CORP     | COM | 535678106 | 748     | 32,000    | SH | DEFINED |
| LOCKHEED MARTIN CORP       | COM | 539830109 | 4,274   | 53,000    | SH | DEFINED |
| LOEWS CORP                 | COM | 540424108 | 1,400   | 51,147    | SH | DEFINED |
| LORILLARD INC              | COM | 544147101 | 2,223   | 32,797    | SH | DEFINED |
| LOWES COS INC              | COM | 548661107 | 3,940   | 203,000   | SH | DEFINED |

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|                           |     |           |        |           |    |         |
|---------------------------|-----|-----------|--------|-----------|----|---------|
| M + T BK CORP             | COM | 55261F104 | 1,118  | 22,000    | SH | DEFINED |
| MACYS INC                 | COM | 55616P104 | 1,315  | 112,000   | SH | DEFINED |
| MARATHON OIL CORP         | COM | 565849106 | 2,951  | 98,000    | SH | DEFINED |
| MARRIOTT INTL INC NEW     | COM | 571903202 | 908    | 41,151    | SH | DEFINED |
| MARSH + MCLENNAN COS INC  | COM | 571748102 | 1,932  | 96,000    | SH | DEFINED |
| MERSHALL + ILSLEY CORP    | COM | 571837103 | 172    | 36,000    | SH | DEFINED |
| MASTERCARD INC            | COM | 57636Q104 | 1,757  | 10,500    | SH | DEFINED |
| MATTEL INC                | COM | 577081102 | 851    | 53,000    | SH | DEFINED |
| MCAFEE INC                | COM | 579064106 | 928    | 22,000    | SH | DEFINED |
| MCDONALDS CORP            | COM | 580135101 | 8,902  | 155,000   | SH | DEFINED |
| MCGRAW HILL COS INC       | COM | 580645109 | 1,325  | 44,000    | SH | DEFINED |
| MCKESSON CORP             | COM | 58155Q103 | 1,716  | 39,000    | SH | DEFINED |
| MEDCO HEALTH SOLUTIONS    | COM | 58405U102 | 4,333  | 95,000    | SH | DEFINED |
| MEDTRONIC INC             | COM | 585055106 | 5,405  | 155,000   | SH | DEFINED |
| MELCO CROWN ENTERTAINMENT | ADR | 585464100 | 5,575  | 1,250,000 | SH | DEFINED |
| MEMC ELECTR MATLS INC     | COM | 552715104 | 570    | 32,000    | SH | DEFINED |
| MERCK + CO INC            | COM | 589331107 | 7,904  | 283,000   | SH | DEFINED |
| METLIFE INC               | COM | 59156R108 | 3,901  | 130,000   | SH | DEFINED |
| METROPCS COMMUNICATIONS   | COM | 591708102 | 35,013 | 2,630,613 | SH | SOLE    |
| MICRON TECHNOLOGY INC     | COM | 595112103 | 576    | 114,000   | SH | DEFINED |
| MICROSOFT CORP            | COM | 594918104 | 25,445 | 1,070,000 | SH | DEFINED |
| MINDRAY MED INTL LTD      | ADR | 602675100 | 11,168 | 400,000   | SH | DEFINED |
| MONSANTO CO NEW           | COM | 61166W101 | 6,393  | 86,000    | SH | DEFINED |
| MOODYS CORP               | COM | 615369105 | 764    | 29,000    | SH | DEFINED |
| MORGAN STANLEY            | COM | 617446448 | 5,045  | 177,000   | SH | DEFINED |
| MOTOROLA INC              | COM | 620076109 | 2,085  | 315,000   | SH | DEFINED |
| MURPHY OIL CORP           | COM | 626717102 | 2,064  | 38,000    | SH | DEFINED |
| NATIONAL OILWELL VARCO    | COM | 637071101 | 2,450  | 75,000    | SH | DEFINED |
| NETAPP INC                | COM | 64110D104 | 946    | 48,000    | SH | DEFINED |
| NEW ORIENTAL ED + TECH    | ADR | 647581107 | 10,104 | 150,000   | SH | DEFINED |
| NEWMONT MNG CORP          | COM | 651639106 | 3,714  | 91,000    | SH | DEFINED |
| NEWS CORP                 | COM | 65248E203 | 3,147  | 298,000   | SH | DEFINED |
| NIKE INC                  | COM | 654106103 | 3,469  | 67,000    | SH | DEFINED |
| NORDSTROM INC             | COM | 655664100 | 457    | 23,000    | SH | DEFINED |
| NORFOLK SOUTHN CORP       | COM | 655844108 | 1,958  | 52,000    | SH | DEFINED |
| NORTHERN TRUST CORP       | COM | 665859104 | 2,845  | 53,000    | SH | DEFINED |
| NORTHROP GRUMMAN CORP     | COM | 666807102 | 2,056  | 45,000    | SH | DEFINED |
| NOVELL INC                | COM | 670006105 | 904    | 200,000   | SH | DEFINED |
| NUCOR CORP                | COM | 670346105 | 2,444  | 55,000    | SH | DEFINED |
| NVIDIA CORP               | COM | 67066G104 | 892    | 79,000    | SH | DEFINED |
| NYSE EURONEXT             | COM | 629491101 | 2,126  | 78,000    | SH | DEFINED |
| OCCIDENTAL PETE CORP      | COM | 674599105 | 7,365  | 112,000   | SH | DEFINED |
| OMNICOM GROUP             | COM | 681919106 | 1,388  | 44,000    | SH | DEFINED |
| ORACLE CORP               | COM | 68389X105 | 12,959 | 605,000   | SH | DEFINED |
| PACCAR INC                | COM | 693718108 | 1,625  | 50,000    | SH | DEFINED |
| PARKER HANNIFIN CORP      | COM | 701094104 | 988    | 23,000    | SH | DEFINED |
| PAYCHEX INC               | COM | 704326107 | 1,134  | 45,000    | SH | DEFINED |
| PEABODY ENERGY CORP       | COM | 704549104 | 1,960  | 65,000    | SH | DEFINED |
| PEPSI BOTTLING GROUP INC  | COM | 713409100 | 677    | 20,000    | SH | DEFINED |
| PEPSICO INC               | COM | 713448108 | 11,924 | 217,000   | SH | DEFINED |
| PETROLEO BRASILEIRO SA    | ADR | 71654V408 | 5,115  | 125,000   | SH | DEFINED |
| PFIZER INC                | COM | 717081103 | 15,110 | 1,008,000 | SH | DEFINED |
| PG+E CORP                 | COM | 69331C108 | 2,422  | 63,000    | SH | DEFINED |
| PHILIP MORRIS INTL        | COM | 718172109 | 13,824 | 317,000   | SH | DEFINED |
| PHOENIX COMPANIES         | COM | 71902E109 | 170    | 101,817   | SH | SOLE    |
| PITNEY BOWES INC          | COM | 724479100 | 635    | 29,000    | SH | DEFINED |
| PNC FINL SVCS GROUP INC   | COM | 693475105 | 2,716  | 70,000    | SH | DEFINED |
| POLO RALPH LAUREN CORP    | COM | 731572103 | 428    | 8,000     | SH | DEFINED |
| PPG INDS INC              | COM | 693506107 | 1,009  | 23,000    | SH | DEFINED |
| PPL CORP                  | COM | 69351T106 | 1,747  | 53,000    | SH | DEFINED |
| PRAXAIR INC               | COM | 74005P104 | 3,625  | 51,000    | SH | DEFINED |
| PRECISION CASTPARTS CORP  | COM | 740189105 | 1,240  | 17,000    | SH | DEFINED |

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|                           |     |           |        |         |    |         |
|---------------------------|-----|-----------|--------|---------|----|---------|
| PRICE T ROWE GROUP INC    | COM | 74144T108 | 1,875  | 45,000  | SH | DEFINED |
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 677    | 36,000  | SH | DEFINED |
| PROCTER AND GAMBLE CO     | COM | 742718109 | 20,832 | 408,000 | SH | DEFINED |
| PROGRESS ENERGY INC       | COM | 743263105 | 1,399  | 37,000  | SH | DEFINED |
| PROGRESSIVE CORP OHIO     | COM | 743315103 | 1,435  | 95,000  | SH | DEFINED |
| PRUDENTIAL FINL INC       | COM | 744320102 | 2,233  | 60,000  | SH | DEFINED |
| PUBLIC SVC ENTERPRISE     | COM | 744573106 | 2,610  | 80,000  | SH | DEFINED |
| PULTE HOMES INC           | COM | 745867101 | 795    | 90,000  | SH | DEFINED |
| QUALCOMM INC              | COM | 747525103 | 11,039 | 244,000 | SH | DEFINED |
| QUEST DIAGNOSTICS INC     | COM | 74834L100 | 1,241  | 22,000  | SH | DEFINED |
| QUESTAR CORP              | COM | 748356102 | 1,708  | 55,000  | SH | DEFINED |
| QWEST COMMUNICATIONS INTL | COM | 749121109 | 923    | 223,000 | SH | DEFINED |
| RANGE RES CORP            | COM | 75281A109 | 1,963  | 47,500  | SH | DEFINED |
| RAYTHEON CO               | COM | 755111507 | 3,021  | 68,000  | SH | DEFINED |
| ROCKWELL COLLINS INC      | COM | 774341101 | 918    | 22,000  | SH | DEFINED |
| ROWAN COS INC             | COM | 779382100 | 867    | 45,000  | SH | DEFINED |
| SCHERING PLOUGH CORP      | COM | 806605101 | 5,677  | 226,000 | SH | DEFINED |
| SCHLUMBERGER LTD          | COM | 806857108 | 8,927  | 165,000 | SH | DEFINED |
| SCHWAB CHARLES CORP       | COM | 808513105 | 2,875  | 164,000 | SH | DEFINED |
| SEMPRA ENERGY             | COM | 816851109 | 2,283  | 46,000  | SH | DEFINED |
| SIGMA ALDRICH             | COM | 826552101 | 892    | 18,000  | SH | DEFINED |
| SIMON PPTY GROUP INC NEW  | ADR | 828806109 | 1,711  | 33,275  | SH | DEFINED |
| SMITH INTL INC            | COM | 832110100 | 822    | 32,000  | SH | DEFINED |
| SOHU COM INC              | COM | 83408W103 | 12,556 | 200,000 | SH | DEFINED |
| SOUTHERN CO               | COM | 842587107 | 2,337  | 75,000  | SH | DEFINED |
| SOUTHWESTERN ENERGY CO    | COM | 845467109 | 2,523  | 65,000  | SH | DEFINED |
| SPECTRA ENERGY CORP       | COM | 847560109 | 1,437  | 85,000  | SH | DEFINED |
| SPRINT NEXTEL CORP        | COM | 852061100 | 1,741  | 362,000 | SH | DEFINED |
| ST JUDE MED INC           | COM | 790849103 | 2,055  | 50,000  | SH | DEFINED |
| STANLEY WORKS             | COM | 854616109 | 406    | 12,000  | SH | DEFINED |
| STAPLES INC               | COM | 855030102 | 1,997  | 99,000  | SH | DEFINED |
| STARWOOD HOTELS + RESORTS | COM | 85590A401 | 576    | 26,000  | SH | DEFINED |
| STATE STREET CORPORATION  | COM | 857477103 | 3,304  | 70,000  | SH | DEFINED |
| STRYKER CORP              | COM | 863667101 | 1,390  | 35,000  | SH | DEFINED |
| SUN MICROSYSTEMS INC      | COM | 866810203 | 867    | 94,000  | SH | DEFINED |
| SUNTRUST BKS INC          | COM | 867914103 | 1,217  | 74,000  | SH | DEFINED |
| SYMANTEC CORP             | COM | 871503108 | 1,852  | 119,000 | SH | DEFINED |
| SYSCO CORP                | COM | 871829107 | 1,887  | 84,000  | SH | DEFINED |
| TAIWAN GTR CHINA FD       | COM | 874037104 | 290    | 61,343  | SH | DEFINED |
| TARGET CORP               | COM | 87612E106 | 4,063  | 103,000 | SH | DEFINED |
| TELENORTE LESTE PARTICIP  | ADR | 879246106 | 230    | 15,500  | SH | DEFINED |
| TELEFONOS DE MEXICO S A   | ADR | 879403707 | 1,522  | 95,000  | SH | DEFINED |
| TELEFONOS DE MEXICO S A   | ADR | 879403780 | 1,880  | 116,000 | SH | DEFINED |
| TELEMEX INTERNATIONAL SAB | ADR | 879690105 | 1,462  | 116,000 | SH | DEFINED |
| TELMEX INTERNACIONAL SAB  | ADR | 879690204 | 1,178  | 95,000  | SH | DEFINED |
| TENET HEALTHCARE CORP     | COM | 88033G100 | 770    | 273,000 | SH | DEFINED |
| TEVA PHARMACEUTICAL INDS  | ADR | 881624209 | 1,500  | 30,400  | SH | DEFINED |
| TEXAS INSTRS INC          | COM | 882508104 | 3,174  | 149,000 | SH | DEFINED |
| THERMO FISHER SCIENTIFIC  | COM | 883556102 | 2,405  | 59,000  | SH | DEFINED |
| TIFFANY + CO NEW          | COM | 886547108 | 482    | 19,000  | SH | DEFINED |
| TIME WARNER CABLE INC     | COM | 88732J207 | 1,315  | 41,536  | SH | DEFINED |
| TIME WARNER INC           | COM | 887317303 | 4,188  | 166,333 | SH | DEFINED |
| TJX COS INC NEW           | COM | 872540109 | 2,672  | 85,000  | SH | DEFINED |
| TORONTO DOMINION BK ONT   | COM | 891160509 | 921    | 17,810  | SH | DEFINED |
| TRAVELERS COS INC         | COM | 89417E109 | 4,391  | 107,000 | SH | DEFINED |
| TYCO ELECTRON SWITZERLAND | COM | H8912P106 | 1,224  | 66,000  | SH | DEFINED |
| UNION PAC CORP            | COM | 907818108 | 3,644  | 70,000  | SH | DEFINED |
| UNITED PARCEL SVC INC     | COM | 911312106 | 6,894  | 138,000 | SH | DEFINED |
| UNITED STS STL CORP NEW   | COM | 912909108 | 1,787  | 50,000  | SH | DEFINED |
| UNITED TECHNOLOGIES CORP  | COM | 913017109 | 7,378  | 142,000 | SH | DEFINED |
| UNITEDHEALTH GROUP INC    | COM | 91324P102 | 4,694  | 188,000 | SH | DEFINED |
| UNUM GROUP                | COM | 91529Y106 | 1,253  | 79,000  | SH | DEFINED |

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|                        |     |           |        |         |    |         |
|------------------------|-----|-----------|--------|---------|----|---------|
| US BANCORP DEL         | COM | 902973304 | 4,767  | 266,000 | SH | DEFINED |
| V F CORP               | COM | 918204108 | 1,107  | 20,000  | SH | DEFINED |
| VALE SA                | ADR | 91912E105 | 2,906  | 165,000 | SH | DEFINED |
| VALERO ENERGY CORP     | COM | 91913Y100 | 1,668  | 99,000  | SH | DEFINED |
| VERISIGN INC           | COM | 92343E102 | 536    | 29,000  | SH | DEFINED |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 13,078 | 426,000 | SH | DEFINED |
| VIACOM INC NEW         | COM | 92553P201 | 1,975  | 87,000  | SH | DEFINED |
| VULCAN MATLS CO        | COM | 929160109 | 560    | 13,000  | SH | DEFINED |
| WAL MART STORES INC    | COM | 931142103 | 15,043 | 311,000 | SH | DEFINED |
| WALGREEN CO            | COM | 931422109 | 4,056  | 138,000 | SH | DEFINED |
| WASTE MGMT INC DEL     | COM | 94106L109 | 2,844  | 101,000 | SH | DEFINED |
| WATERS CORP            | COM | 941848103 | 771    | 15,000  | SH | DEFINED |
| WELLPOINT INC          | COM | 94973V107 | 4,068  | 80,000  | SH | DEFINED |
| WELLS FARGO + CO NEW   | COM | 949746101 | 13,100 | 540,000 | SH | DEFINED |
| WESTERN UN CO          | COM | 959802109 | 1,672  | 102,000 | SH | DEFINED |
| WEYERHAEUSER CO        | COM | 962166104 | 943    | 31,000  | SH | DEFINED |
| WHIRLPOOL CORP         | COM | 963320106 | 468    | 11,000  | SH | DEFINED |
| WILLIAMS COS INC       | COM | 969457100 | 1,825  | 117,000 | SH | DEFINED |
| WINDSTREAM CORP        | COM | 97381W104 | 518    | 62,000  | SH | DEFINED |
| WISCONSIN ENERGY CORP  | COM | 976657106 | 692    | 17,000  | SH | DEFINED |
| WYETH                  | COM | 983024100 | 9,381  | 207,000 | SH | DEFINED |
| XCEL ENERGY INC        | COM | 98389B100 | 1,178  | 64,000  | SH | DEFINED |
| XILINX INC             | COM | 983919101 | 798    | 39,000  | SH | DEFINED |
| XL CAPITAL LTD         | COM | G98255105 | 1,616  | 141,000 | SH | DEFINED |
| XTO ENERGY INC         | COM | 98385X106 | 3,926  | 103,000 | SH | DEFINED |
| YAHOO INC              | COM | 984332106 | 3,725  | 238,000 | SH | DEFINED |
| YUM BRANDS INC         | COM | 988498101 | 2,167  | 65,000  | SH | DEFINED |
| ZIMMER HOLDINGS INC    | COM | 98956P102 | 1,363  | 32,000  | SH | DEFINED |
| ZIONS BANCORP          | COM | 989701107 | 190    | 16,500  | SH | DEFINED |

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